



## CHUAN HUP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Co. Reg. No. 197000572R)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the FORTY-SECOND ANNUAL GENERAL MEETING of the Company will be held at The Board Room, 390 Jalan Ahmad Ibrahim, Singapore 629155 on 25 October 2012 at 2.00 p.m. to transact the following business:

#### Ordinary Business:

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2012 together with the reports of the Directors and the Auditor thereon. **(Resolution 1)**
- To declare a one-tier tax exempt first and final dividend of 1 SG cent per ordinary share for the financial year ended 30 June 2012. **(Resolution 2)**
- To re-elect Mr Lim Kwee Siah, who retires in accordance with Article 81 of the Company's Articles of Association, and who, being eligible, offers himself for re-election. *[See Explanatory Note 1]* **(Resolution 3)**
- To re-elect Mr Peh Kwee Chim who retires by rotation in accordance with Article 86 of the Company's Articles of Association, and who, being eligible, offers himself for re-election. *[See Explanatory Note 2]* **(Resolution 4)**
- To re-elect Mr Peh Siong Woon Terence, who retires by rotation in accordance with Article 86 of the Company's Articles of Association, and who, being eligible, offers himself for re-election. **(Resolution 5)**
- To approve the payment of fees of SGD142,797 for Non-Executive Directors for the financial year ended 30 June 2012 (FY 2011: SGD150,000). **(Resolution 6)**
- To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

#### Special Business:

- To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

That authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (the "SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued share capital shall be based on the issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issue or consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 8)**

**NOTICE IS HEREBY GIVEN** that, subject to the approval of shareholders to the first and final dividend ("Final Dividend") being obtained at the Forty-Second Annual General Meeting to be held on 25 October 2012, the Transfer Books and the Register of Members of the Company will be closed on 8 November 2012 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898, up to 5.00 p.m. on 7 November 2012, will be registered to determine shareholders' entitlements to the Final Dividend. Subject to aforesaid, shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on 7 November 2012, will be entitled to the Final Dividend.

The Final Dividend, if so approved by shareholders, will be paid on 23 November 2012.

Dated this 5th day of October 2012

By Order of the Board

Valerie Tan May Wei  
Company Secretary

#### Explanatory Notes:

- Mr Lim Kwee Siah, if re-elected, will continue as a member of the Audit and Remuneration Committees. Mr Lim is considered a non-independent director.
- Mr Peh Kwee Chim, if re-elected, will continue as a member of the Nominating Committee. Mr Peh is considered a non-independent director.

**For the convenience of shareholders, the Company will arrange for a bus to pick up shareholders attending the above meeting from SBS Bus Stop B23 Boon Lay Way (outside Lakeside MRT Station), on Thursday, 25 October 2012. The bus will leave for Chuan Hup Holdings Limited at 1.15 p.m. sharp on that day.**